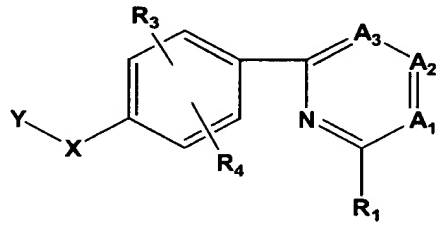
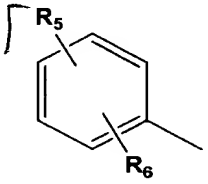
Amendments to the Claims

1. (Currently Amended) A compound having the Formula **I**:



or a pharmaceutically acceptable salt[[, prodrug]] or solvate thereof, wherein:

Y is  or R_7,

provided that when Y is R_7, R_1 is ~~aminocarbonyl~~ —C(O)NH_2;

A_1 is N and A_2 and A_3 are CR_2, or A_3 is N and A_1 and A_2 are CR_2;

R_1 is selected from the group consisting an optionally substituted alkyl, amino, alkylthio, C(O)R_8, SO_2R_8, OC(O)NH_2, 2-imidazolinyl, 2-imidazolyl, 3-pyrazolyl, 5-isoxazolyl, and 3-(1,2,4)-triazolyl;

each R_2 is selected from the group consisting of hydrogen, optionally substituted alkyl, alkenyl, or alkynyl, halogen, hydroxy, cycloalkyl, cyano, amino, alkylamino, dialkylamino, alkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, alkylcarbonylamino, arylcarbonylamino, and aralkylcarbonylamino; or R_1 and R_2 are taken together with the carbon atoms to which they are attached to form a heterocyclic ring;

R_3, R_4, R_5, and R_6 are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, halogen, haloalkyl, hydroxyalkyl, hydroxy, nitro, amino, cyano, amide, carboxyalkyl, alkoxyalkyl, ureido, acylamino, thiol, acyloxy, azido, alkoxy, carboxy, ~~carbonylamido~~ and alkylthiol;

R_7 is an optionally substituted alkyl;

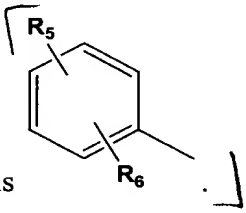
R_8 is selected from the group consisting of alkyl, alkenyl, alkynyl, OR_9, amino, alkylamino, dialkylamino, alkenylamino, dialkylaminoalkenyl, dialkylaminoalkylamino, dialkylaminoalkenylamino, alkylaminoalkenyl-amino, hydroxyaminoalkenylamino,

cycloalkyl, heterocycloalkyl, cycloalkylalkylamino, heterocycloalkylamino, aryl, arylalkyl, arylalkenyl, arylalkynyl, and arylalkylamino, all of which can be optionally substituted, provided that R_8 is not OR_9 when R_1 is SO_2R_8; wherein

R_9 is selected from the group consisting of hydrogen, optionally substituted alkyl, and an alkali metal; and

X is one of O, S, NH, or CH_2 when Y is other than R_7; or

X is one of O, S, NH, CH_2 or absent when Y is R_7;

with the provisos that R_2 is not methoxy if R_5 is trifluoromethyl, R_6 is H, X is O and R_1 is SO_2CH_2Ph; or each R_2 is hydrogen when R_1 is carboxy, X is O, A_1 is N, and Y is 

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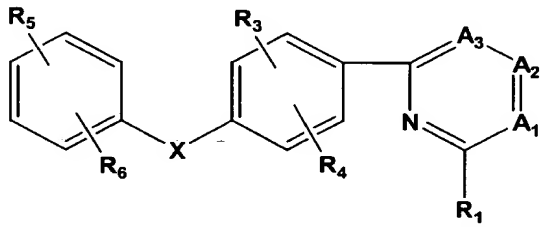
2. (Currently Amended) A compound having the Formula **II**:



or a pharmaceutically acceptable salt[[, prodrug]] or solvate thereof, wherein:

A_1 is N and A_2 and A_3 are CR_2, or A_3 is N and A_1 and A_2 are CR_2;

R_1 is selected from the group consisting an optionally substituted alkyl, amino, alkylthio, $C(O)R_8$, SO_2R_8, $OC(O)NH_2$, 2-imidazolinyl, 2-imidazolyl, 3-pyrazolyl, 5-isoxazolyl, and 3-(1,2,4)-triazolyl;

each R_2 is selected from the group consisting of hydrogen, optionally substituted alkyl, alkenyl, or alkynyl, halogen, hydroxy, cycloalkyl, cyano, amino, alkylamino, dialkylamino, alkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, alkylcarbonylamino, arylcarbonylamino, and aralkylcarbonylamino; or R_1 and R_2 are taken together with the carbon atoms to which they are attached to form a heterocyclic ring;

R_3, R_4, R_5, and R_6 are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, halogen, haloalkyl, hydroxyalkyl, hydroxy, nitro, amino, cyano, amide, carboxyalkyl, alkoxyalkyl, ureido, acylamino, thiol, acyloxy, azido, alkoxy, carboxy, ~~carbonylamido~~ and alkylthiol; and

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R_8 is selected from the group consisting of alkyl, alkenyl, alkynyl, OR_9, amino, alkylamino, dialkylamino, alkenylamino, dialkylaminoalkenyl, dialkylaminoalkylamino, dialkylaminoalkenylamino, alkylaminoalkenyl-amino, hydroxyaminoalkenylamino, cycloalkyl, heterocycloalkyl, cycloalkylalkylamino, heterocycloalkylamino, aryl, arylalkyl, arylalkenyl, arylalkynyl, and arylalkylamino, all of which can be optionally substituted, provided that R_8 is not OR_9 when R_1 is SO_2R_8; wherein

R_9 is selected from the group consisting of hydrogen, optionally substituted alkyl, and an alkali metal; and

X is one of O, S, NH, or CH_2;

with the provisos that R_2 is not methoxy if R_5 is trifluoromethyl, R_6 is H, X is O and R_1 is SO_2CH_2Ph; or each R_2 is hydrogen when R_1 is carboxy, X is O, and A_1 is N.

3. (Previously Presented) The compound of claim 2, wherein A_3 is N and A_1 and A_2 are CR_2.

4. (Original) The compound of claim 2, wherein R_1 is selected from the group consisting of an alkyl optionally substituted by halogen or hydroxy, $C(O)R_8$, SO_2R_8, 2-imidazolinyl, 2-imidazolyl, 3-pyrazolyl, and 5-isoxazolyl, wherein R_8 is as defined in claim 2, provided that R_8 is not OR_9 when R_1 is SO_2R_8.

5. (Original) The compound of claim 4, wherein R_8 is selected from the group consisting of alkyl, alkenyl, OR_9, amino, alkylamino, dialkylamino, alkenylamino, dialkylaminoalkenyl, dialkylaminoalkylamino, and heterocycloalkylamino, all of which can be optionally substituted, and wherein R_9 is as defined in claim 2.

6. (Original) The compound of claim 2, wherein R_2 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aminoalkyl, amino, hydroxyalkyl, alkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, alkylcarbonylamino, arylcarbonylamino, and aralkylcarbonylamino.

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7. (Original) The compound of claim 6, wherein R_2 is selected from the group consisting of hydrogen, alkyl, alkoxy, aminoalkyl and aminocarbonyl.

8. (Original) The compound of claim 2, wherein R_3, R_4, R_5, and R_6 are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, halogen, haloalkyl, hydroxyalkyl, hydroxy, nitro, amino, and cyano.

9. (Original) The compound of claim 8, wherein R_3 and R_4 are both hydrogen and R_5 and R_6 are independently selected from the group consisting of hydrogen, alkyl, halogen, haloalkyl, and nitro.

10. (Original) The compound of claim 2, wherein X is O or S.

11. (Original) The compound of claim 10, wherein X is O.

12. (Original) The compound of claim 2, wherein R_2 is hydrogen, X is O or S and R_1 is aminocarbonyl.

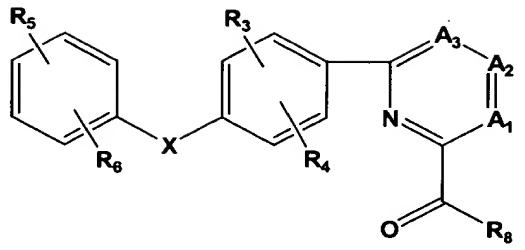
13. (Canceled)

14. (Original) The compound of claim 2, wherein A_1 is N, A_2 is CR_2, wherein R_2 is other than H and A_3 is CH.

15. (Original) The compound of claim 2, wherein A_3 is N, A_2 is CR_2, wherein R_2 is other than H and A_1 is CH.

16. (Canceled)

17. (Currently Amended) The compound of claim 2, having the Formula **III:**



or a pharmaceutically acceptable salt[[, prodrug]] or solvate thereof, wherein; A_1-A_3, R_2-R_6, R_8 and X are as defined in claim 2.

18. (Previously Presented) The compound of claim 17, wherein A_3 is N and A_1 and A_2 are CR_2.

19. (Original) The compound of claim 17, wherein R_2 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aminoalkyl, amino, hydroxyalkyl, alkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, alkylcarbonylamino, arylcarbonylamino, and aralkylcarbonylamino.

20. (Original) The compound of claim 19, wherein R_2 is selected from the group consisting of hydrogen, alkyl, alkoxy, aminoalkyl and aminocarbonyl.

21. (Original) The compound of claim 17, wherein R_3, R_4, R_5, and R_6 are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, halogen, haloalkyl, hydroxyalkyl, hydroxy, nitro, amino, and cyano.

22. (Original) The compound of claim 21, wherein R_3 and R_4 are both hydrogen and R_5 and R_6 are independently selected from the group consisting of hydrogen, alkyl, halogen, haloalkyl, and nitro.

23. (Previously Presented) The compound of claim 17, wherein R_8 is selected from the group consisting of alkyl, alkenyl, OR_9, amino, alkylamino, dialkylamino, alkenylamino, dialkylaminoalkenyl, dialkylaminoalkylamino, and heterocycloalkylamino, all of which can be optionally substituted, provided that R_8 is not OR_9 when R_1 is SO_2R_8.

24. (Original) The compound of claim 17, wherein X is O or S.

25. (Original) The compound of claim 24, wherein X is O.

26. (Previously Presented) The compound of claim 17, wherein

X is O;

A_1 is N and A_2 and A_3 are CR_2; or A_3 is N and A_1 and A_2 are CR_2; wherein

R_2 is selected from the group consisting of hydrogen, alkyl, alkoxy, aminoalkyl, and aminocarbonyl;

R_3 and R_4 are both hydrogen;

R_5 and R_6 are independently selected from the group consisting of hydrogen, alkyl, halogen, haloalkyl, and nitro; and

R_8 is amino.

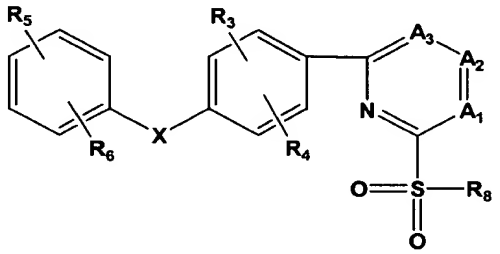
27. (Canceled)

28. (Original) The compound of claim 17, wherein A_1 is N, A_2 is CR_2, wherein R_2 is other than H and A_3 is CH.

29. (Original) The compound of claim 17, wherein A_3 is N, A_2 is CR_2, wherein R_2 is other than H and A_1 is CH.

30. (Canceled)

31. (Currently Amended) The compound of claim 2, having Formula IV:



or a pharmaceutically acceptable salt[[, prodrug]] or solvate thereof; wherein:

A_1-A_3, R_2-R_6, and X are as defined in claim 2 and

R_8 is selected from the group consisting of alkyl, alkenyl, alkynyl, amino, alkylamino, dialkylamino, alkenylamino, dialkylaminoalkenyl, dialkylaminoalkylamino, cycloalkyl, heterocycloalkyl, cycloalkylalkylamino, heterocycloalkylamino, aryl, arylalkyl, arylalkenyl, arylalkynyl, and arylalkylamino, all of which can be optionally substituted.

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28 27
32. (Previously Presented) The compound of claim 31, wherein R_2 is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aminoalkyl, amino, hydroxyalkyl, alkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, alkylcarbonylamino, arylcarbonylamino, and aralkylcarbonylamino.

29 26
33. (Original) The compound of claim 32, wherein R_2 is selected from the group consisting of hydrogen, alkyl, alkoxy, aminoalkyl and aminocarbonyl.

30 27
34. (Original) The compound of claim 31, wherein R_3, R_4, R_5, and R_6 are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, halogen, haloalkyl, hydroxyalkyl, hydroxy, nitro, amino, and cyano.

31 30
35. (Original) The compound of claim 34, wherein R_3 and R_4 are both hydrogen and R_5 and R_6 are independently selected from the group consisting of hydrogen, alkyl, halogen, haloalkyl, and nitro.

32 27
36. (Original) The compound of claim 31, wherein R_8 is selected from the group consisting of alkyl, alkenyl, amino, alkylamino, dialkylamino, alkenylamino, dialkylaminoalkenyl, and heterocycloalkylamino, all of which can be optionally substituted.

33 27
37. (Original) The compound of claim 31, wherein X is O or S.

34 33
38. (Original) The compound of claim 37, wherein X is O.

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39. (Currently Amended) A compound ~~of claim 2~~, wherein said compound is:

4-[4-(4-fluorophenoxy)phenyl]pyrimidine-2-carboxamide;

4-[4-(4-nitrophenoxy)phenyl]pyrimidine-2-carboxamide;

4-[4-(4-methoxyphenoxy)phenyl]pyrimidine-2-carboxamide;

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4-[4-(4-trifluoromethylphenoxy)phenyl]pyrimidine-2-carboxamide;

4-[4-(3-chloro-2-cyanophenoxy)phenyl]pyrimidine-2-carboxamide;

4-[4-(4-chloro-2-fluorophenoxy)phenyl]pyrimidine-2-carboxamide;

4-[4-(2,4-difluorophenoxy)phenyl]pyrimidine-2-carboxamide;

4-[4-(2-chloro-4-fluorophenoxy)phenyl]pyrimidine-2-carboxamide;

1-[4-[4-(4-fluorophenoxy)phenyl]pyrimidine-2-yl]-ethanone;

2-[4-(4-fluorophenoxy)phenyl]pyrimidine-4-carboxamide;

2-[4-(4-fluorophenoxy)phenyl]-4-methylpyrimidine;

2-methyl-4-[4-(4-fluorophenoxy)phenyl]pyrimidine;

4-[4-(4-fluorophenoxy)phenyl]pyrimidine-2-carboxylic acid;

4-[4-(4-fluorophenoxy)phenyl]pyrimidine-2-carboxylic acid sodium salt;

4-[4-(4-fluorophenoxy)phenyl]pyrimidine-2-carboxylic acid methylamide;

4-[4-(4-fluorophenoxy)phenyl]pyrimidine-2-carboxylic acid dimethylamide;

4-[4-(4-fluorophenoxy)phenyl]pyrimidine-2-carboxylic acid *tert*-butylamide;

2-[4-(4-chloro-2-fluorophenoxy)phenyl]pyrimidine-4-carboxamide;

2-[4-(4-chloro-2-fluorophenoxy)phenyl]pyrimidine-4-carboxylic acid;

2-(4-phenoxyphenyl)-6-(dimethylamino)pyrimidine-4-carboxylic acid dimethylamide;

4-[4-(4-fluorophenoxy)phenyl]pyrimidine-2-carboxylic acid 2-hydroxyethylamide;

4-[4-(4-fluorophenoxy)phenyl]pyrimidine-2-carboxylic acid hydroxymethyleneamide;

2-(2-hydroxyprop-2-yl)-4-[4-(4-fluorophenoxy)phenyl]pyrimidine;

4-[4-(2,4-difluorophenoxy)phenyl]pyrimidine-2-carboxylic acid 2-morpholin-4-yl-ethyl amide;

2-(4,5-dihydro-1H-imidazol-2-yl)-4-[4-(4-fluorophenoxy)phenyl]-pyrimidine;

2-(3-pyrazolyl)-4-[4-(4-fluorophenoxy)phenyl]pyrimidine;

2-(5-isoxazolyl)-4-[4-(4-fluorophenoxy)phenyl]pyrimidine;

2-(1-methyl-3-pyrazolyl)-4-[4-(4-fluorophenoxy)phenyl]pyrimidine;

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2-[4-(4-chloro-2-fluorophenoxy)phenyl]pyrimidine-4-carboxylic acid methylamide;

3-dimethylamino-1-{4-[4-(4-fluorophenoxy)phenyl}pyrimidin-2-yl]propenone;

2-thiomethyl-4-[4-(4-fluorophenoxy)phenyl]pyrimidine;

2-methanesulfonyl-4-[4-(4-fluorophenoxy)phenyl]pyrimidine;

2-[4-(4-chloro-2-fluorophenoxy)phenyl]-4-methyl-pyrimidine;

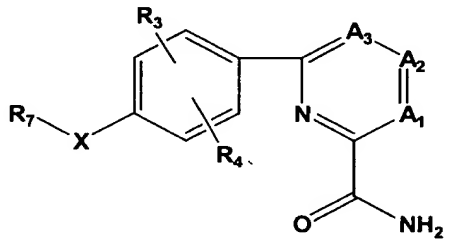
4-[4-(4-fluorophenoxy)-3-fluorophenyl]pyrimidine-2-carboxamide; or

2-[4-(4-fluorophenoxy)-3-fluorophenyl]pyrimidine-4-carboxamide;

or a pharmaceutically acceptable salt, prodrug or solvate thereof.

40. (Canceled)

41. (Currently Amended) The compound of claim 1, having the Formula V:



or a pharmaceutically acceptable salt[[, prodrug]] or solvate thereof, wherein;

A_1-A_3, R_2-R_4, and R_7 are as defined in claim 1; and

X is one of O, S, NH, CH_2 or absent.

42. (Previously Presented) The compound of claim 41, wherein A_3 is N and A_1 and A_2 are CR_2.

43. (Original) The compound of claim 41, wherein R_7 is a $C_{1\text{-}6}$ alkyl optionally substituted with one or more of halogen, hydroxy, nitro, amino, cyano and alkoxy.

44. (Original) The compound of claim 41, wherein R_2 is selected from the group consisting of hydrogen, alkyl, alkoxy, aminoalkyl and aminocarbonyl.

45. (Original) The compound of claim 41, wherein R_3 and R_4 are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, halogen, haloalkyl, hydroxyalkyl, hydroxy, nitro, amino, and cyano.

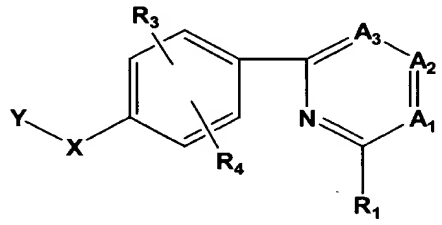
46. (Original) The compound of claim 45, wherein R_3 and R_4 are both hydrogen.

47. (Original) The compound of claim 41, wherein X is O or S.

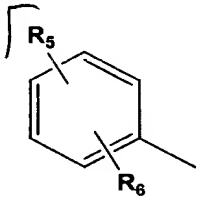
48. (Original) The compound of claim 47, wherein X is O.

49. (Canceled)

50. (Currently Amended) A pharmaceutical composition, comprising the compound of formula:



or a pharmaceutically acceptable salt[[, prodrug]] or solvate thereof, wherein:

Y is 

or R_7, provided that when Y is R_7, R_1 is ~~aminocarbonyl~~ —C(O)NH_2;

A_1 is N and A_2 and A_3 are CR_2; or A_3 is N and A_1 and A_2 are CR_2;

R_1 is selected from the group consisting an optionally substituted alkyl, amino, alkylthio, C(O)R_8, SO_2R_8, OC(O)NH_2, 2-imidazolinyl, 2-imidazolyl, 3-pyrazolyl, 5-isoxazolyl, and 3-(1,2,4)-triazolyl;

each R_2 is selected from the group consisting of hydrogen, optionally substituted alkyl, alkenyl, or alkynyl, halogen, hydroxy, cycloalkyl, cyano, amino, alkylamino,

dialkylamino, alkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, alkylcarbonylamino, arylcarbonylamino, and aralkylcarbonylamino; or R_1 and R_2 are taken together with the carbon atoms to which they are attached to form a heterocyclic ring;

R_3, R_4, R_5, and R_6 are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, halogen, haloalkyl, hydroxyalkyl, hydroxy, nitro, amino, cyano, amide, carboxyalkyl, alkoxyalkyl, ureido, acylamino, thiol, acyloxy, azido, alkoxy, carboxy, ~~carbonylamido~~ and alkylthiol;

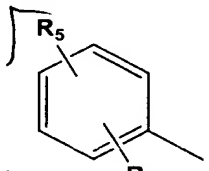
R_7 is an optionally substituted alkyl;

R_8 is selected from the group consisting of alkyl, alkenyl, alkynyl, OR_9, amino, alkylamino, dialkylamino, alkenylamino, dialkylaminoalkenyl, dialkylaminoalkylamino, dialkylaminoalkenylamino, alkylaminoalkenyl-amino, hydroxyaminoalkenylamino, cycloalkyl, heterocycloalkyl, cycloalkylalkylamino, heterocycloalkylamino, aryl, arylalkyl, arylalkenyl, arylalkynyl, and arylalkylamino, all of which can be optionally substituted, provided that R_8 is not OR_9 when R_1 is SO_2R_8; wherein

R_9 is selected from the group consisting of hydrogen, optionally substituted alkyl, and an alkali metal; and

X is one of O, S, NH, or CH_2 when Y is other than R_7; or

X is one of O, S, NH, CH_2 or absent when Y is R_7;

with the proviso that each R_2 is hydrogen when R_1 is carboxy, X is O, A_1 is N, and Y is 

;

and a pharmaceutically acceptable carrier or diluent.

51. (Currently Amended) The composition of claim 50, wherein the compound is as claimed in any one of claims 1, 2, 63, [[or]] 69, 70, or 71.

52-58. (Canceled)

59. (Currently Amended) A compound ~~of claim 2~~, wherein said compound is 2-[4-(4-chloro-2-fluorophenoxy)phenyl]pyrimidine-4-carboxamide or a pharmaceutically

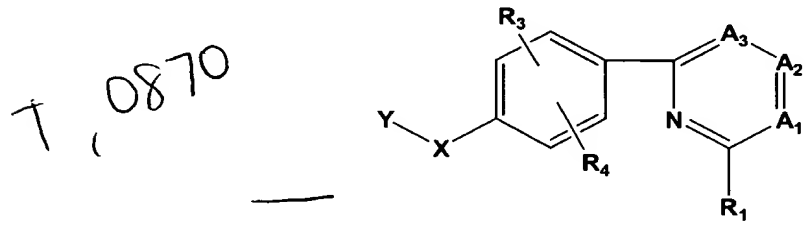
acceptable salt, prodrug or solvate thereof.

60. (Currently Amended) [[A]] The compound of claim 59, which is 2-[4-(4-chloro-2-fluorophenoxy)phenyl]pyrimidine-4-carboxamide.

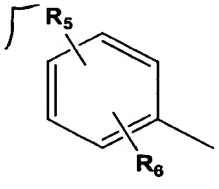
61. (Previously Presented) A pharmaceutical composition, comprising the compound of claim 59 or claim 60 and a pharmaceutically acceptable carrier or diluent.

62. (Canceled)

63. (Currently Amended) A compound having the Formula **I**:



or a pharmaceutically acceptable salt[[, prodrug]] or solvate thereof, wherein:

Y is  or R_7,

provided that when Y is R_7, R_1 is ~~aminocarbonyl~~ —C(O)NH_2;

A_1 is N and A_2 and A_3 are CR_2; or A_3 is N and A_1 and A_2 are CR_2;

R_1 is selected from the group consisting an optionally substituted alkyl, amino, alkylthio, C(O)R_8, SO_2R_8, OC(O)NH_2, 2-imidazolinyl, 2-imidazolyl, 3-pyrazolyl, 5-isoxazolyl, and 3-(1,2,4)-triazolyl;

each R_2 is selected from the group consisting of hydrogen, optionally substituted alkyl, alkenyl, or alkynyl, halogen, hydroxy, cycloalkyl, cyano, alkylamino, dialkylamino, alkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, and aralkylcarbonylamino; or R_1 and R_2 are taken together with the carbon atoms to which they are attached to form a heterocyclic ring;

R_3, R_4, R_5, and R_6 are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, halogen, haloalkyl, hydroxyalkyl, hydroxy, nitro,

amino, cyano, amide, carboxyalkyl, alkoxyalkyl, ureido, acylamino, thiol, acyloxy, azido, alkoxy, carboxy, ~~carbonylamido~~ and alkylthiol;

R_7 is an optionally substituted alkyl;

R_8 is selected from the group consisting of alkyl, alkenyl, alkynyl, OR_9, amino, alkylamino, dialkylamino, alkenylamino, dialkylaminoalkenyl, dialkylaminoalkylamino, dialkylaminoalkenylamino, alkylaminoalkenyl-amino, hydroxyaminoalkenylamino, cycloalkyl, heterocycloalkyl, cycloalkylalkylamino, heterocycloalkylamino, aryl, arylalkyl, arylalkenyl, arylalkynyl, and arylalkylamino, all of which can be optionally substituted, provided that R_8 is not OR_9 when R_1 is SO_2R_8; wherein

R_9 is selected from the group consisting of hydrogen, optionally substituted alkyl, and an alkali metal; and

X is one of O, S, NH, or CH_2 when Y is other than R_7; or

X is one of O, S, NH, CH_2 or absent when Y is R_7;

with the proviso that R_2 is not methoxy if R_5 is trifluoromethyl, R_6 is H, X is O and R_1 is SO_2CH_2Ph.

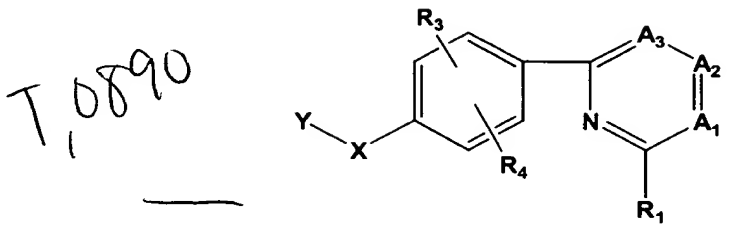
64. (Previously Presented) The compound of claim 2, wherein A_1 is N and A_2 and A_3 are CR_2.

65. (Previously Presented) The compound of claim 17, wherein A_1 is N and A_2 and A_3 are CR_2.

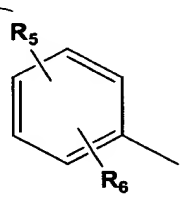
66. (Previously Presented) The compound of claim 41, wherein A_1 is N and A_2 and A_3 are CR_2.

67. (Canceled)

68. (Currently Amended) A pharmaceutical composition, comprising the compound of formula:



or a pharmaceutically acceptable salt[[, prodrug]] or solvate thereof, wherein:

Y is  or R_7, provided that when Y is R_7, R_1 is ~~aminocarbonyl~~ —C(O)NH_2;

A_1 is N and A_2 and A_3 are CR_2; or A_3 is N and A_1 and A_2 are CR_2;

R_1 is selected from the group consisting an optionally substituted alkyl, amino, alkylthio, C(O)R_8, SO_2R_8, $OC(O)NH_2$, 2-imidazolinyl, 2-imidazolyl, 3-pyrazolyl, 5-isoxazolyl, and 3-(1,2,4)-triazolyl;

each R_2 is selected from the group consisting of hydrogen, optionally substituted alkyl, alkenyl, or alkynyl, halogen, hydroxy, cycloalkyl, cyano, alkylamino, dialkylamino, alkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, and aralkylcarbonylamino; or R_1 and R_2 are taken together with the carbon atoms to which they are attached to form a heterocyclic ring;

R_3, R_4, R_5, and R_6 are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, halogen, haloalkyl, hydroxyalkyl, hydroxy, nitro, amino, cyano, amide, carboxyalkyl, alkoxyalkyl, ureido, acylamino, thiol, acyloxy, azido, alkoxy, carboxy, ~~carbonylamido~~ and alkylthiol;

R_7 is an optionally substituted alkyl;

R_8 is selected from the group consisting of alkyl, alkenyl, alkynyl, OR_9, amino, alkylamino, dialkylamino, alkenylamino, dialkylaminoalkenyl, dialkylaminoalkylamino, dialkylaminoalkenylamino, alkylaminoalkenyl-amino, hydroxyaminoalkenylamino,

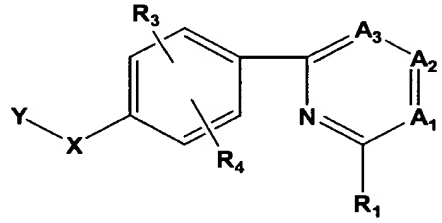
cycloalkyl, heterocycloalkyl, cycloalkylalkylamino, heterocycloalkylamino, aryl, arylalkyl, arylalkenyl, arylalkynyl, and arylalkylamino, all of which can be optionally substituted, provided that R_8 is not OR_9 when R_1 is SO_2R_8; wherein

R_9 is selected from the group consisting of hydrogen, optionally substituted alkyl, and an alkali metal; and

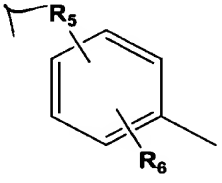
X is one of O, S, NH, or CH_2 when Y is other than R_7; or

X is one of O, S, NH, CH_2 or absent when Y is R_7; and a pharmaceutically acceptable carrier or diluent.

69. (Currently Amended) A compound having the Formula **I**:



or a pharmaceutically acceptable salt[[, prodrug]] or solvate thereof, wherein:

Y is 

or R_7,

provided that when Y is R_7, R_1 is ~~aminocarbonyl~~ $C(O)NH_2$;

A_1 is N and A_2 and A_3 are CR_2, or A_3 is N and A_1 and A_2 are CR_2;

R_1 is selected from the group consisting an optionally substituted alkyl, amino, alkylthio, $C(O)R_8$, SO_2R_8, $OC(O)NH_2$, 2-imidazolinyl, 2-imidazolyl, 3-pyrazolyl, 5-isoxazolyl, and 3-(1,2,4)-triazolyl;

each R_2 is selected from the group consisting of hydrogen, optionally substituted alkyl, alkenyl, or alkynyl, halogen, hydroxy, cycloalkyl, cyano, amino, alkylamino, dialkylamino, alkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, alkylcarbonylamino, arylcarbonylamino, and aralkylcarbonylamino; or R_1 and R_2 are taken together with the carbon atoms to which they are attached to form a heterocyclic ring;

R_3, R_4, R_5, and R_6 are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, halogen, haloalkyl, hydroxyalkyl, hydroxy, nitro,

amino, cyano, amide, carboxyalkyl, alkoxyalkyl, ureido, acylamino, thiol, acyloxy, azido, alkoxy, carboxy, ~~carbonylamido~~ and alkylthiol;

R_7 is an optionally substituted alkyl;

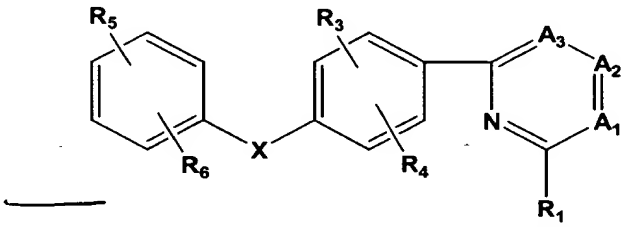
R_8 is selected from the group consisting of alkyl, alkenyl, alkynyl, OR_9, amino, alkylamino, dialkylamino, alkenylamino, dialkylaminoalkenyl, dialkylaminoalkylamino, dialkylaminoalkenylamino, alkylaminoalkenyl-amino, hydroxyaminoalkenylamino, cycloalkyl, heterocycloalkyl, cycloalkylalkylamino, heterocycloalkylamino, aryl, arylalkyl, arylalkenyl, arylalkynyl, and arylalkylamino, all of which can be optionally substituted, provided that R_8 is not OR_9 when R_1 is SO_2R_8; wherein

R_9 is selected from the group consisting of hydrogen, optionally substituted alkyl, and an alkali metal; and

X is one of S, NH, or CH_2 when Y is other than R_7; or

X is one of O, S, NH, CH_2 or absent when Y is R_7.

70. (Currently Amended) The compound of claim 2 having the Formula **II**:



or a pharmaceutically acceptable salt[[, prodrug]] or solvate thereof, wherein:

A_1 is N and A_2 and A_3 are CR_2;

R_1 is selected from the group consisting an optionally substituted alkyl, amino, alkylthio, $C(O)R_8$, SO_2R_8, $OC(O)NH_2$, 2-imidazolinyl, 2-imidazolyl, 3-pyrazolyl, 5-isoxazolyl, and 3-(1,2,4)-triazolyl;

each R_2 is selected from the group consisting of hydrogen, optionally substituted alkyl, alkenyl, or alkynyl, halogen, hydroxy, cycloalkyl, cyano, amino, alkylamino, dialkylamino, alkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, alkylcarbonylamino, arylcarbonylamino, and aralkylcarbonylamino; or R_1 and R_2 are taken together with the carbon atoms to which they are attached to form a heterocyclic ring;

R_3, R_4, R_5, and R_6 are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, halogen, haloalkyl, hydroxyalkyl, hydroxy, nitro, amino, cyano, amide, carboxyalkyl, alkoxyalkyl, ureido, acylamino, thiol, acyloxy, azido, alkoxy, carboxy, ~~carbonylamido~~ and alkylthiol; and

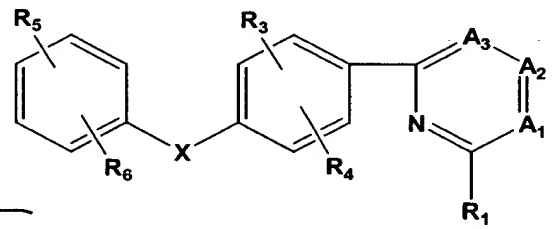
R_8 is selected from the group consisting of alkyl, alkenyl, alkynyl, OR_9, amino, alkylamino, dialkylamino, alkenylamino, dialkylaminoalkenyl, dialkylaminoalkylamino, dialkylaminoalkenylamino, alkylaminoalkenyl-amino, hydroxyaminoalkenylamino, cycloalkyl, heterocycloalkyl, cycloalkylalkylamino, heterocycloalkylamino, aryl, arylalkyl, arylalkenyl, arylalkynyl, and arylalkylamino, all of which can be optionally substituted, provided that R_8 is not OR_9 when R_1 is SO_2R_8; wherein

R_9 is selected from the group consisting of optionally substituted alkyl and an alkali metal; and

X is one of O, S, NH, or CH_2;

with the proviso that R_2 is not methoxy if R_5 is trifluoromethyl, R_6 is H, X is O and R_1 is SO_2CH_2Ph.

71. (Currently Amended) The compound of claim 2 having the Formula **II**:



or a pharmaceutically acceptable salt[[, prodrug]] or solvate thereof, wherein:

A_3 is N and A_1 and A_2 are CR_2;

R_1 is selected from the group consisting an optionally substituted alkyl, amino, alkylthio, $C(O)R_8$, SO_2R_8, $OC(O)NH_2$, 2-imidazolinyl, 2-imidazolyl, 3-pyrazolyl, 5-isoxazolyl, and 3-(1,2,4)-triazolyl;

each R_2 is selected from the group consisting of hydrogen, optionally substituted alkyl, alkenyl, or alkynyl, halogen, hydroxy, cycloalkyl, cyano, amino, alkylamino, dialkylamino, alkoxy, aminocarbonyl, alkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, alkylcarbonylamino, arylcarbonylamino, and

aralkylcarbonylamino; or R_1 and R_2 are taken together with the carbon atoms to which they are attached to form a heterocyclic ring;

R_3, R_4, R_5, and R_6 are independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, halogen, haloalkyl, hydroxyalkyl, hydroxy, nitro, amino, cyano, amide, carboxyalkyl, alkoxyalkyl, ureido, acylamino, thiol, acyloxy, azido, alkoxy, carboxy, ~~carbonylamido~~ and alkylthiol; and

R_8 is selected from the group consisting of alkyl, alkenyl, alkynyl, OR_9, amino, alkylamino, dialkylamino, alkenylamino, dialkylaminoalkenyl, dialkylaminoalkylamino, dialkylaminoalkenylamino, alkylaminoalkenyl-amino, hydroxyaminoalkenylamino, cycloalkyl, heterocycloalkyl, cycloalkylalkylamino, heterocycloalkylamino, aryl, arylalkyl, arylalkenyl, arylalkynyl, and arylalkylamino, all of which can be optionally substituted, provided that R_8 is not OR_9 when R_1 is SO_2R_8; wherein

R_9 is selected from the group consisting of hydrogen, optionally substituted alkyl, and an alkali metal; and

X is one of O, S, NH, or CH_2;

with the proviso that R_2 is not methoxy if R_5 is trifluoromethyl, R_6 is H, X is O and R_1 is SO_2CH_2Ph.

72. (New) A pharmaceutical composition, comprising the compound of claim 39 and a pharmaceutically acceptable carrier or diluent.